

Exhibit A
Proposed Solicitation Procedures Order

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Hearing Date:

Hearing Time:

Counsel for Allerton Fund II LLC

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

624 EAST 222ND STREET, LLC,

Debtor.

Chapter 11

Case No.: 12-13992 (rg)

**ORDER (I) APPROVING THE ADEQUACY OF ITS FOURTH AMENDED
DISCLOSURE STATEMENT; (II) ESTABLISHING BIDDING AND NOTICING
PROCEDURES, AND SETTING DATES, IN CONNECTION WITH THE SALE OF
DEBTOR'S REAL PROPERTY PURSUANT TO ALLERTON'S PROPOSED PLAN;
(III) FIXING DATES AND DEADLINES RELATED TO CONFIRMATION OF THE
PLAN; AND (IV) APPROVING CERTAIN PROCEDURES FOR SOLICITING AND
TABULATING THE VOTES ON, AND FOR OBJECTING TO, THE PLAN**

Upon the motion (the “***Motion***”),¹ of Allerton Fund II LLC (“***Allerton***”), a secured creditor of 624 East 222nd Street LLC, the debtor and debtor in possession (the “***Debtor***”), in the above captioned matter, for entry of an order (this “***Solicitation Procedures Order***”): (i) Approving the Adequacy of its Fourth Amended Disclosure Statement; (ii) Establishing Bidding and Noticing Procedures, and Setting Dates, in Connection with the Sale of Debtor’s Real Property Pursuant to

¹ Capitalized terms shall be afforded the meaning ascribed to them in the Motion filed in support hereof.

Allerton's Proposed Plan; (iii) Fixing Dates and Deadlines Related to Confirmation of the Plan; and (iv) Approving Certain Procedures for Soliciting and Tabulating the Votes on, and For Objecting to, the Plan; and the Court having found that this Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and the Court having found that the Motion is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Motion in this District is proper pursuant to 28 U.S.C. § 1408; and the Court having found that the relief requested in the Motion is in the best interests of the Debtor's estate, its creditor and other parties in interest; and notice of the Motion appearing adequate and appropriate under the circumstances; and the Court having found that no other or further notice need be provided; and the Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before the Court (the "**Hearing**"); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

it is hereby **ORDERED THAT:**

1. The Motion is granted to the extent set forth herein.
2. The Disclosure Statement contains adequate information within the meaning of section 1125 of the Bankruptcy Code.
3. Allerton is authorized to make non-material changes to the Disclosure Statement and related documents (including the appendices thereto) before distributing Solicitation Packages to each creditor or other party in interest; provided that Allerton shall file copies with the Court of any changed pages black-lined to show changes from the prior version.

4. The proposed Bidding Procedures attached to the Motion as Exhibit "B" and attached to the Disclosure Statement are approved.

5. The deadline for submitting bids shall be _____, 2014 at 12:00 p.m. (the "**Bid Deadline**"). If a Qualified Bid is received, an auction sale (the "**Auction**") will be conducted at counsel for the Debtor located at _____, on _____, **2014 at __:00 __.m.** Allerton's counsel shall confirm to all Qualified Bidders and to the Debtor the time and place of the Auction by _____, **2014 at 4:00 p.m. (prevailing Eastern Time)** and notify such bidders of the material terms which Allerton believes is the highest, best and otherwise financially superior offer for the Real Property, as determined by Allerton. If no Qualified Bid, as defined in the bid procedures, is received, then the Auction will not be held, and the Stalking Horse Offer shall be deemed to be the Successful Bid.

6. A hearing to confirm the results of the Auction and/or sale and approval of the Plan (the "Sale & Confirmation Hearing") will commence at 11:00 a.m. prevailing Eastern Time on _____, **2014**, at __:__ __.m., before the Honorable Robert Grossman, United States Bankruptcy Judge, Alexander Hamilton Custom House, 1 Bowling Green, New York, NY 10004-1408. The Sale & Confirmation Hearing may be continued from time to time by the Court or Allerton without further notice other than adjournments announced in open court and/or a notice of adjournment filed with the Court.

7. Any objection to the proposed sale, the Auction or confirmation of the Plan must (a) be in writing, must (b) conform to the Bankruptcy Rules, (c) set forth the name of the objector, the nature and amount of claims or equity interests held or asserted by the objector against the Debtor, (d) the basis for the objection and the specific grounds therefore and (e) be filed with the

Court, together with proof of service thereof, and served upon so as to be actually received no later than 4:00 p.m. prevailing Eastern Time on _____, 2014, by the following parties (collectively, the “Notice Parties”):

Debtor	Debtor’s Counsel
624 East 222nd Street, LLC 4089 Wilder Avenue Bronx, NY 10466	Wayne Greenwald P.C. 475 Park Avenue South, 26 th Floor New York, NY 10016 Phone: (212) 983-1922 Fax: (212) 983-1553 Email: grimlawyers@aol.com
United States Trustee	Allerton Fund II, LLC’s Counsel
United States Trustee 201 Varick Street Suite 1006 New York, NY 10014 Attn: Serene K. Nakano, Esq.	Ravin Greenberg, LLC 101 Eisenhower Parkway Roseland, New Jersey 07068 Attn: Chad B. Friedman Phone: (973) 226-1500 Fax: (973) 226-6888 Email: cfriedman@ravinggreenberg.com

8. Within five (5) day after entry of this Order (the “***Solicitation Deadline***”), Allerton’s attorney’s will distribute by first-class, postage prepaid mail, to holders of claims and/or interests, a solicitation package (the “***Solicitation Package***”) containing a copy or conformed printed version of the Disclosure Statement and exhibits thereto (including the Plan), this Order, as well as:

- a. a Ballot and voting instructions;
- b. an appropriate letter, if any, from Allerton explaining the solicitation process and urging the holders of claims to vote to accept the Plan; and
- c. such other materials as the Court may direct.

9. To avoid duplication and reduce expenses, any creditor who has filed duplicate claims which are classified under the Plan in the same class, shall be provided with only one

Solicitation Package. Holders of claims in Class 3 is the only creditors entitled to vote to accept or reject the Plan².

10. All holders of claims entitled to vote on the Plan who choose to vote on the Plan must properly execute, complete and deliver their respective Ballots so that they are actually received by Allerton's attorneys on or before July 13¹⁶, 2012 at 4:00 p.m. (the "Voting Deadline"); provided, that Allerton shall have the ability to extend the Voting Deadline at its sole discretion.

11. Solely for the purpose of voting to accept or reject the Plan and not for the purpose of the allowance of, or distribution on account of, a claim, each claim within a class of claims entitled to vote to accept or reject the Plan be temporarily allowed in an amount equal to the amount of such claim as set forth by the Debtor on its filed Schedules; *provided that* Allerton reserves the right to object to (a) the amount of any claim set forth for voting purposes on a Ballot, (b) the amount otherwise agreed to by Allerton and the applicable claimant or (c) an amount ordered by the Court; *provided, however*, Allerton reserves the right to object to any proof of claim on any grounds including for purposes of distribution, or to amend and/or supplement the Schedules.

Dated: New York, New York
_____, 2014

Honorable Robert Grossman
United States Bankruptcy Judge

² If Allerton is not the successful bidder at the Auction to sell the Debtor's Real Property, Allerton may vote as a Class 1 Creditor.